



NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 643-4000 • TELEX 255222

September 19, 1980

RECORDATION NO. 6554 Filed 1425

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

SEP 30 1980 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

Re: Section 11303 Filing: Supplement Agreement dated as of September 19, 1980, ("Supplement") to Equipment Trust Agreement dated as of February 1, 1972, ("Agreement") by and between North American Car Corporation (the "Company") and Northern Trust Company (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 6554.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

Philip M. Hackbarth
General Counsel
Car Leasing Division

PMH/dak
enc.

RECORDATION NO. 6554-12 F.134 1425

SEP 30 1980 -1 00 PM

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Supplement dated as of September 19, 1980 (the "Supplement"), to the Equipment Trust Agreement dated as of February 1, 1972, (the "Agreement"), by and between North American Car Corporation (the "Company") and The Northern Trust Company, as Trustee, (the "Trustee").

W I T N E S S E T H

WHEREAS, pursuant to Section 5.06 of the Agreement, the Company wishes to transfer to the Trustee and subject to the terms of the Agreement the equipment described in Schedule A hereto in substitution for the Equipment described in Schedule I hereto, constituting a part of the Trust Equipment which has become worn out, unsuitable for use, lost or destroyed and

WHEREAS, Section 5.03 of the Agreement provides that in the event the Company shall cause to be transferred to the Trustee Equipment in addition to, or in substitution for, any of the Equipment specifically described in or subjected to the Agreement, that such additional or substituted Equipment shall be included as a part of the Trust Equipment by a Supplement to the Agreement, and shall be subjected to all the terms and conditions of said Agreement as though it had been part of the Trust Equipment specifically described in the Agreement;

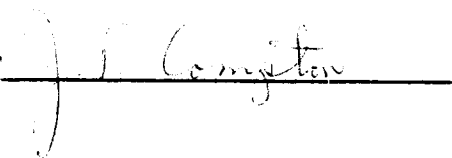
NOW THEREFORE, it is hereby agreed that the equipment described in Schedule A is hereby included as part of the Trust Equipment, as defined in the Agreement, and is made subject to all the terms and conditions of the Agreement and that the equipment described in Schedule I is hereby released from the terms and conditions of the Agreement and shall no longer constitute Trust Equipment under the Agreement.

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.


NORTH AMERICAN CAR CORPORATION

By



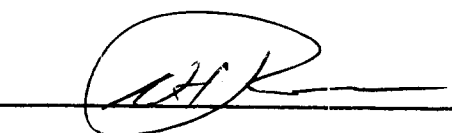
(Corporate Seal)

ATTEST:


Assistant Secretary

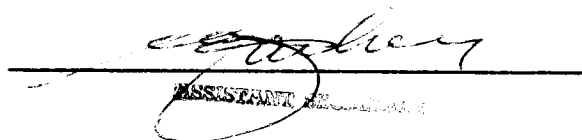
THE NORTHERN TRUST COMPANY,
as Trustee

By



(Corporate Seal)

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 19th day of September, 1980, before me personally appeared J. A. Compton, to me personally known, who being by me duly sworn, says that he is a Vice President of North American Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lina Pruitt
Notary Public

My Commission Expires:

My Commission Expires March 28, 1983

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) SS
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On this 26th day of September, before me personally appeared N. T. ROSS, to me personally known, says that he is a SECRETARY of The Northern Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rosa H. James
Notary Public

My Commission Expires:

September 18 1981

NORTH AMERICAN CAR CORPORATION
FIRST 1972 SERIES EQUIPMENT TRUST
RELEASED CARS

Quantity	Description	Serial Number	Fair Value (Determined In Accordance With Section 1.01 of the Agreement)	Unit of Equipment First Put Into Use Not Later Than This Date
1	Class FC, 70 Ton, 85 Foot Flat Car	4500	\$ 16,885.12	12/62
6	Class FA, 55 Ton, 89 Foot Flat Cars	13549 - 13553 13564	152,709.96	12/62
10	Class RB, 70 Ton, 50 Foot Refrigerator Cars	43109 - 43116 43118 - 43119	340,652.36	6/70
<u>17</u>			<u>\$510,247.44</u>	

SCHEDULE A

NORTH AMERICAN CAR CORPORATION
FIRST 1972 SERIES EQUIPMENT TRUST
REPLACEMENT CARS

Quantity	Description	Serial Numbers	Original Cost (As Defined In Agreement)	Fair Value to the Company (Determined In Accordance With Section 1.01 of the Agreement)	Unit of Equipment First Put Into Use Not Earlier Than This Date
9	Class 109 A200WL, 50-Ton, 10,000 Gallon Capacity Tank Cars	27708 - 27716	\$194,491.68	\$ 70,080.44	6/64
2	Class 105A200ALW, 50-Ton, 10,000 Gallon Capacity Tank Cars	27785 - 27786	46,333.12	16,678.84	9/64
21	Class 112A400, 31,000 Gallon Capacity Tank Cars	31040 - 31041 31043 - 31049 31920 - 31923 31925 - 31926 31934 - 31939	392,792.20	130,899.90	7/64
12	Class 10 70-Ton, 3,500 Cubic Foot Capacity Hopper Cars	31940 - 31947 31949 - 31951 31953	182,204.05	64,394.71	8/64
27	Class 112A340W, 100-Ton, 32,000 Gallon Capacity Tank Cars	32090 - 32092 32094 - 32106 32108 32110-32119	669,611.62	232,845.70	6/64
			<u>\$1,485,432.67</u>	<u>\$ 514,899.59</u>	

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The fair value of the equipment described above represents the Cost (as defined in the Agreement) of such equipment as heretofore certified to the Trustee less 1/25th of such Cost for each full period of one year elapsed between the date of first use described above and the date such equipment became worn out, unsuitable for use, lost or destroyed. The actual fair value of the equipment described above is greater than the fair value described above.